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UDEEGO, INC. D.B.A. CAREGLIDER

TERMS FOR PRIVATE PLACEMENT OF SERIES SEED II AND SERIES SEED III PREFERRED STOCK

September 2024

The following is a summary of the principal terms with respect to the proposed Series Seed II Preferred Stock and Series Seed III Preferred Stock financing of Udeego, Inc., a Florida corporation (the “*Company*”).

Offering Terms

- Securities to Issue: Shares of Series Seed II Preferred Stock (“*Series Seed II*”) of the Company and Series Seed III Preferred Stock (the “*Series Seed III*” and, together with the Series Seed II, the “*Series Seed*”).
- Aggregate Proceeds: \$3,000,000 in aggregate.
- Purchasers: One or more accredited investors approved by the Company (the “*Purchasers*”).
- Price Per Share: For the first \$1,500,000 raised in the Offering, the Company will sell shares of Series Seed II at a purchase price of \$2.0337 (the “*SSII Original Issue Price*”), based on a pre-money valuation of \$7,500,000 and for the second \$1,500,000 raised in the Offering, the Company will sell shares of Series Seed III at a purchase price of \$2.7117 per share, based on a pre-money valuation of \$12,000,000 (the “*SSIII Original Issue Price*” and together with the SSII Original Issue Price, the “*Original Issue Price*”).
- Liquidation Preference: One times the Original Issue Price plus declared but unpaid dividends on each share of Series Seed II or Series Seed III, respectively, balance of proceeds paid to Common Stock. A merger, reorganization or similar transaction will be treated as a liquidation.
- Conversion: Convertible into one share of Common Stock (subject to proportional adjustments for stock splits, stock dividends and the like) at any time at the option of the holder.
- Voting Rights: Votes together with the Common Stock on all matters on an as-converted basis. Approval of a majority of the Preferred Stock required to:
- (i) materially adversely change rights of the Preferred Stock;
 - (ii) authorize a new series of Preferred Stock having rights senior to the Preferred Stock;
 - (iii) liquidate or dissolve, including any change of control.
- Documentation: Documents will be identical to the Series Seed Preferred Stock documents published at www.seriesseed.com, except for the modifications set forth in this Term Sheet.
- Financial Information: Purchasers who have invested at least \$100,000 (“*Major Purchasers*”) will receive standard information and inspection rights and management rights letter.
- Participation Right: Major Purchasers will have the right to participate on a pro rata basis in subsequent issuances of equity securities.
- Observer Right: Each Major Purchaser will have customary board observer rights.
- Expenses: Each party shall bear its own expenses incurred in connection with the offering.
- Future Rights: The Series Seed will be given the same rights as the next series of Preferred Stock (with appropriate adjustments for economic terms).